

IN THE MATTER OF:)
)
 OFFERINGS QUALIFYING FOR) January 3, 2011
 EXEMPTION UNDER)
 SEC RULES 504 AND 505)

WHEREAS, it is in the public interest that an offer of securities in the State of Delaware that qualifies for exemption under Rule 504 or Rule 505 of SEC Regulation D (17 C.F.R. secs. 230.504 and 230.505) be exempt from registration in the State of Delaware; and

WHEREAS, 6 *Del. C.* sec. 7325 authorizes the Commissioner to “make...orders to carry out and define the provisions” of the Delaware Securities Act; and

WHEREAS, 6 Del. C. sec. 7309(b)(9) provides that “the Commissioner may by rule or order exempt transactions that are exempt under federal securities laws or regulations;”

NOW THEREFORE, IT IS HEREBY ORDERED, this 3rd day of January, 2011,
as follows:

1. An offer of securities in the State of Delaware that qualifies for exemption

under Rule 504 or Rule 505 of SEC Regulation D (17 C.F.R. secs. 230.504 and 230.505) shall, so long as the issuer of the security has complied with the notice requirement of paragraph 2 below, be exempt from the requirements of 6 *Del. C.* secs. 7304, 7309A and 7312.

2. Any issuer offering a security in Delaware that qualifies for exemption under Rule 504 or Rule 505 of SEC Regulation D (17 C.F.R. secs. 230.504 and 230.505) shall file with the Commissioner a notice on Form D-1 ("Notice of Sale of Securities Pursuant to the Delaware Limited Offering Exemption") no later than 15 days after the first sale of such security in this state.
3. This order shall be effective on January 14, 2011.



Peter O. Jamison, III
Securities Commissioner